

MIKE KREIDLER
STATE INSURANCE COMMISSIONER

STATE OF WASHINGTON



OFFICE OF
INSURANCE COMMISSIONER

Phone: (360) 725-7000
www.insurance.wa.gov

FILED

2016 FEB 12 A 11:12

HEARINGS UNIT
OFFICE OF
INSURANCE COMMISSIONER

February 12, 2016

WILLIAM PARDEE, JD
PRESIDING OFFICER
OFFICE OF THE INSURANCE COMMISSIONER
HEARINGS UNIT
PO BOX 40255
OLYMPIA, WA 98504
5000 CAPITOL BLVD
TUMWATER, WA 98502

Re: Form A Filing dated July 31, 2015 – Proposed Acquisition of Control of Arcadian Health Plan, Inc.

Dear Mr. Pardee:

Attached please find the Form A Statement requiring the Acquisition of Control of a Domestic Health Carrier and associated supplementary information. The Form A Statement describes the proposed transaction between the affiliates of Aetna Inc. and Humana Inc. Arcadian Health Plan, Inc. is an affiliate of Humana Inc.

The proposed transaction comes at the request of Aetna Inc. whereby Aetna Inc. and Humana Inc. are part of a series of merger transactions. Humana Inc. would merge with and into an affiliate of Aetna Inc. and eventually become an affiliate of Aetna.

Arcadian Health Plan, Inc. is a Washington domiciled health care service contractor and is wholly owned by Humana Inc. Arcadian Health Plan writes Medicare Advantage products in Washington and other states.

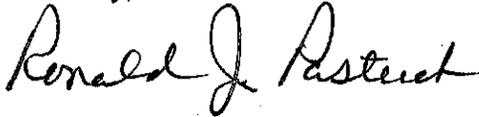
The Company Supervision division is satisfied with information provided the Form A filing and requests that a hearing be scheduled in this matter according to RCW 48.31B.015. Mr. Charles Brown is the OIC staff attorney assigned to this case.



William Pardee, JD
February 12, 2016
Page 2

If you have any questions, please feel free to contact me at 360-725-7211 or Mr. Brown at 360-725-7044.

Yours truly,

A handwritten signature in black ink that reads "Ronald J. Pastuch". The signature is written in a cursive style with a large, prominent initial "R".

RONALD J. PASTUCH, CPA
Holding Company Manager
Company Supervision Division
E-Mail: RonP@oic.wa.gov

Cc: Douglas A. Hartz, MBA, JD, CIR-ML Deputy Insurance Commissioner
Charles Brown, Esq., Staff Attorney